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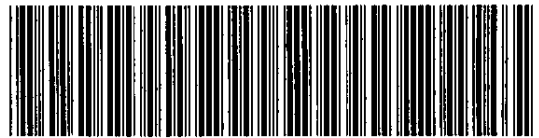
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TALLAHASSEE, FLORIDA

M. THOMAS

APR - 2 2009

EXAMINER

L99-7003



THE GILMORE LAW FIRM, P.A.

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March 30, 2009

Via: First Class US Mail

Department of State
Division of Corporations
Corporate Filings
P. O. Box 6327
Tallahassee, FL 32314

RE: Bay County Enterprises, LLC
Amendment to Articles of Organization

Dear Clerk,

Please find enclosed for filing the Amended and Restated Articles of Organization for Bay County Enterprises, together with our check no. 1690 in the amount of \$25.00 for the filing fee.

Thank you in advance for your consideration. If you should have a question, please feel free to call our office at (850) 650-0546.

Sincerely,

Marsha Stokes
Paralegal to Robert A. Gilmore

encl: as stated

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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
FOR
BAY COUNTY ENTERPRISES, LLC
A Florida Limited Liability Company**

These Amended and Restated Articles of Organization are filed pursuant to Section 608.411, Florida Statutes, and amend and restate those certain original Articles of Organization of Bay County Enterprises, L.L.C. filed October 25, 1999 (hereinafter the "Original Articles").

**ARTICLE I
NAME OF COMPANY; MAILING AND STREET ADDRESS OF PRINCIPAL
ADDRESS OF COMPANY**

The name of the Limited Liability Company is BAY COUNTY ENTERPRISES, LLC and is unchanged hereby.

The current mailing address and street address of the principal office of the Limited Liability Company is:

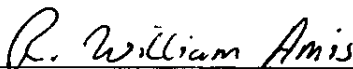
Bay County Enterprises, LLC.
3970 Rogers Bridge Road
Duluth, Georgia 30097

**ARTICLE II
REGISTERED AGENT, REGISTERED OFFICE,
AND REGISTERED AGENT'S SIGNATURE**

The name and street address of the current registered agent of the Company for service of process in Florida is unchanged hereby and is merely restated and incorporated herein as follows:

R. William Amis
520 Commerce Drive
Panama City, FL 32408

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree in to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Florida Statutes section 48.091 and 608.415.



Printed Name: R. William Amis,
As Registered Agent

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TALLAHASSEE, FLORIDA

ARTICLE III
RESTATED EFFECTIVE DATE OF COMPANY

The Effective Date of the Company is restated and incorporated herein as October 21, 1999.

ARTICLE IV
AMENDMENTS TO ORIGINAL ARTICLES OF ORGANIZATION

A. AMENDED AND RESTATED ARTICLES OF ORGANIZATION TO REPLACE, SUPERSEDE, AND CONTROL. Except as expressly referenced herein as a restatement and incorporation of any prior terms, conditions, statements or information contained in the Original Articles of Organization filed for the Company, all terms, conditions, information or statements filed or contained in the Original Articles of Organization are hereby deleted in their entirety and are replaced and superseded by these Amended and Restated Articles of Organization. These Amended and Restated Articles shall replace, supersede and control as to all terms, conditions, statements and information contained in the Original Articles of the Company filed on October 21, 1999 including, without limitation, any and all conflicting terms and conditions and all terms, conditions, statements or information deleted hereby and not expressly incorporated or restated herein.

B. MANAGEMENT OF COMPANY. The Company shall be managed by a manager in accordance with regulations adopted by the Company's members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Amended and Restated Articles of Organization.

The name and address of the current manager of the Company is:

Russell B. Clegg
3970 Rogers Bridge Road
Duluth, Georgia 30097

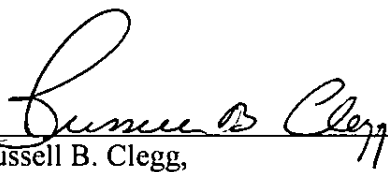
C. DURATION OF COMPANY: The period of duration for the Limited Liability Company shall be perpetual, unless a different period of duration is provided in the Company's duly adopted regulations.

D. FURTHER AMENDMENT: The Articles of Organization of the Company, as amended and restated hereby, may be further amended in any manner now or hereafter provided for by law and all rights conferred upon the members hereunder are granted subject to this reservation.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have signed these Amended and Restated Articles of Organization and acknowledged them to be my act this _____ day of March, 2009.

BAY COUNTY ENTERPRISES, LLC

By: 
Russell B. Clegg,
Member/Manager

In accordance with Section 608.408(3),
Florida Statutes, the execution of these
Amended and Restated Articles of
Organization constitutes an affirmation by the
above person signing, under penalties of
perjury, that the facts stated herein are true.

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